FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC Mail Processing Section

APR 15 ZUUH

FORM D

SECTION 4(6), AND/OR

Wooklands OC UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB APPROVAL
OMB Number: 3235-0076
Expires:
Estimated average burden
hours per response.....16.00

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Name of Offering (Of theck if this is an am	endment and name has changed, and indicate char	nge.}	
2008 Note and Warrant Offering			
Filing Under (Check box(es) that apply):] Rule 504 Rule 505 Rule 506 Sec	tion 4(6) ULOE	<u> </u>
Type of Filing:	denent	_ .	
	A. BASIC IDENTIFICATION DATA	A .	
1. Enter the information requested about the	issuer		. 08046516
Name of Issuer (check if this is an amend	ment and name has changed, and indicate change.) .	
Epitome Systems, Inc.			
Address of Executive Offices	(Number and Street, City, State, Zip	Code) Telephone I	Number (Including Area Code)
435 Devon Park Drive, Building 100, Way	/ne, Pennsylvania, 19087	(610) 535-67	00
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip	Code) Telephone	Number (Including Area Code)
Brief Description of Business			
Information services provider for the store	age and retrieval of corporate data.		OCESSED
Type of Business Organization		other (please specify)	OU PAR
	mited partnership, already formed	other (please specify)?	. 3 Jina 🔨
business trust	mited partnership, to be formed		APR 2 3 2008 THOMSON FINANCIAL
	Month Year		CONSOL
Actual or Estimated Date of Incorporation or Or	- تعبيد تعبيد الا	Estimated	THOMOTOR
dissurction of incorporation of Organization. (Enter two-letter U.S. Postal Service abbreviation f CN for Canada; FN for other foreign jurisdiction	ior state:	Ellow
	are for Canada, i.e. for other toreign jurisdiction,		•

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection or information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Each promoter of the issuer, if the issuer has been urganized within the past five years:	·	•	A. BASIC	IDENTIFICATION DA	TA	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the iss Each executive officer and director of corporate issuers and of corporate general and managing partners of pannership issuers. Beach executive officer and director of corporate issuers and of corporate general and managing partners of pannership issuers. Beach Rox(es) that Apply:	2. Enter the information	requested for the	following:			
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. Beach Box(es) that Apply:	 Each promoter or 	f the issuer, if the	issuer has been organize	d within the past five year	rs;	
Each general and managing partner of partnership issuers. beck Box(es) that Apply:	 Each beneficial o 	wner having the p	ower to vote or dispose, or	direct the vote or disposit	tion of, 10% or more	of a class of equity securities of the iss
heck Bov(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Jogusty, Vincent J.	 Each executive o 	fficer and directo	r of corporate issuers and	of corporate general and	managing partners	of partnership issuers; and
Managing Partner Managing Par	 Each general and 	managing partne	r of partnership issuers.			
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1. Has t	the issuer s	old, or does	s the issuer	intend to	sell, to noi	n-accredite	d investors	in this of	fering?		Ε	
	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?											. 00
2. What	t is the min	imum inves	itment that	will be ac	cepted froi	m any indi	vidual?				- 3—	.00
3. Does	the offerin	g permit jo	int owners	hip of a si	ngle unit?		*********		***************************************		Yes R	No
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Full Name Not Appli	c (Last nam	e first, if in	(dividual)			•						
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Business or	r Kesidence	Address (r	Number ani	a Street, C	ny, State, .	Zip Code)						
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(Check	"All States	" or check i	individual	States)	*************	•••••	1,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	··· },· « # * · · · · « · · * · · * · · * · · *	***************************************	[] All	States
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange an already exchanged.	k	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 1,000,000.0	00.000,000.00
	Equity		
	Common Preferred	4.1.	0.00
	Convertible Securities (including warrants)		5 0.00
	Partnership Interests		\$ 0.00
	Other (Specify)	± 2.000.000.0	
	Total ** No separate consideration was paid for the warrants. Answer also in Appendix, Column 3, if filing under ULOE.	\$ 2,000,000.0	\$_1,000,000.00
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	• '	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	1	\$_1,000,000.00
	Non-accredited Investors	0	\$ 0.00
	Total (for filings under Rule 504 only)		<u>\$</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fces		\$
	Printing and Engraving Costs		s
	Legal Fees		\$ 50,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	_	\$
	Total		c 50,000.00

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	and total expenses furnished in response to Part C -	ering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		1,950,000.00 \$
5.	each of the purposes shown. If the amount for a	roceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross rt C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		s	
	Purchase of real estate		\$	s
	Purchase, rental or leasing and installation of ma	ichinery	\$	s
	Construction or leasing of plant buildings and fa	cilities	_ _	. ¬s
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	T \$		
				_
	Other (specify):			
]\$	s
	Column Totals		s_0.00	\$1,950,000.00
	Total Payments Listed (column totals added)		_ s <u>_1,</u> s	950,000.00
_		D. FEDERAL SIGNATURE		
ign:	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to fur nformation furnished by the issuer to any non-acci	nish to the U.S. Securities and Exchange Commiss.	ion, upon writter	
ssuc	er (Print or Type)	Signature D	atc	
≛pit	ome Systems, Inc.	Da at	4/11/0	४
am	e of Signer (Print or Type)	Title of Signer (Print or Type)		
	en D. Barratt	Senior Vice President and Chief Financial Office	er .	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

